

47892



COOPER INDUSTRIES

March 14, 1990

Ms. Ruth Mancos
Environmental Protection Specialist
Office of Superfund
U.S. Environmental Protection Agency
Region 5
230 South Dearborn St.
Chicago, IL 60604

Re: Conservation Chemical Company Site
Gary, Indiana

Dear Ms. Mancos:

Cooper is in receipt of your letter dated March 9, 1990. Cooper, in responding to the Request for Information sent to the Anderson Company, dated January, 30, 1990, requested confidential treatment of the information contained therein. Cooper has reconsidered its confidentiality claim, and hereby terminates our request. All documents examined in preparation of the aforementioned response were transmitted to Cooper from the 6500 Industrial Highway PRP Group. It is Cooper's understanding that these documents were obtained by the Group from your office, therefore, it is unnecessary to assert the confidentiality claim.

Thank you for your assistance in this matter.

Very truly yours,

Willette A. Lemelle

Willette A. Lemelle
Legal Assistant, Environmental

cc: Mark Airola

E:EPA-CONF.L/wal

COOPER INDUSTRIES, INC.

First City Tower, Suite 4000, P.O. Box 4446
Houston, Texas 77210
(713) 739-5400 Telex: 775525 COOPER IND HOU

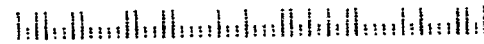


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Region 5
230 South Dearborn St.
Chicago, IL 60604



conservation Chemical

<p>SENDER: Complete items 1 and 2 when additional services are desired, and complete items 3 and 4.</p> <p>Put your address in the "RETURN TO" Space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for additional service(s) requested.</p> <p>1. <input type="checkbox"/> Show to whom delivered, date, and addressee's address. (Extra charge) 2. <input type="checkbox"/> Restricted Delivery (Extra charge)</p>	
3. Article Addressed to:	4. Article Number
Ms. Willette A. Lemelle Cooper Industries, Inc. First City Tower Suite 4000 P.O. Box 4446 Houston, TX 77210	P 842 122 192
	Type of Service:
	<input type="checkbox"/> Registered <input type="checkbox"/> Insured <input checked="" type="checkbox"/> Certified <input type="checkbox"/> COD <input type="checkbox"/> Express Mail <input type="checkbox"/> Return Receipt for Merchandise
	Always obtain signature of addressee or agent and <u>DATE DELIVERED</u> .
5. Signature — Addressee	8. Addressee's Address (ONLY if requested and fee paid)
X	M3
6. Signature — CURTIS NICKERSON	
X	
7. Date of Delivery	
MAR 13 1990	

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION V

DATE: March 9, 1990

SUBJECT: Cooper Industries, Inc. Confidential Business Information

FROM: Debbie Friot
CERCLA Enforcement Section

TO: Mary Fulghum, ORC, TUG 3
Solid Waste and Emergency Response Branch

The Cooper Industries' response to EPA's Information Request regarding the conservation chemical site, contains a request for treatment as Confidential Business Information.

The response is currently located in the RCRA CBI Lockup on the 13th floor awaiting a determination as to the validity of the claim for confidential treatment.

Please review the response and inform me of your determination as soon as you are able.

Thank you.

Documents: correspondence
Form 10-K
1988 Cooper Industries Annual Report



COOPER INDUSTRIES

March 1, 1990

Ms. Ruth Mancos
Emergency Support Section
U. S. Environmental Protection Agency, 5HS-11
230 South Dearborn Street
Chicago, IL 60604

Re: **Conservation Chemical Company Site, Gary, Indiana**

In response to Anderson Co., / Gary

Dear Ms. Mancos:

Enclosed please find the response of the Anco Division of The Anderson Company to the Information Request contained in a letter dated January 30, 1990. The Anderson Company is a wholly owned subsidiary of Cooper Industries, Inc. Cooper hereby requests confidential treatment of this correspondence, of its enclosures, and of the information contained therein.

In order to respond to this Section 104(e) request, a reasonable search of company records has been made. Copies of those documents relevant to the Information Request are attached to our response. You requested that our response be accompanied by a notarized affidavit from a company representative or official. It is Cooper's position that neither Section 104 of CERCLA nor Section 3007 of RCRA contain requirements that the information and documentation submitted in response to this request include a notarized affidavit of the type you requested. For that reason, this response contains no such verification. However, Cooper has made a diligent search of its documents and conducted an investigation of its involvement with this Site, and we are confident that the responses contained herein and the documents attached hereto are accurate, to the extent that information is currently available. Cooper will further supplement its response if subsequent information becomes available.

We trust the foregoing information is responsive to your request for information.

Very truly yours,

Willette A. Lemelle
Legal Assistant, Environmental

Enclosure

COOPER INDUSTRIES, INC.

First City Tower, Suite 4000, P.O. Box 4446
Houston, Texas 77210
(713) 739-5400 Telex: 775525 COOPER IND HOU

Ms. Ruth Mancos
March 1, 1990
Page 2

cc: Mark Airola
Ron Sandberg
Ed Czaja - Anco, Michigan City, Indiana



COOPER INDUSTRIES

March 1, 1990

Ms. Ruth Mancos
Emergency Support Section
U. S. Environmental Protection Agency, 5HS-11
230 South Dearborn Street
Chicago, IL 60604

Re: Conservation Chemical Company Site, Gary, Indiana

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We trust the foregoing information is responsive to your request for information.

Very truly yours,

Willette A. Lemelle

Willette A. Lemelle
Legal Assistant, Environmental

Enclosure

*Annual Report filed with original
copy - SEE Ruth Mancos to review.*

COOPER INDUSTRIES, INC.

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Houston, Texas 77210
(713) 739-5400 Telex: 775525 COOPER IND HOU

Ms. Ruth Mancos
March 1, 1990
Page 2

cc: Mark Airola
Ron Sandberg
Ed Czaja - Anco, Michigan City, Indiana

CONSERVATION CHEMICAL COMPANY SITE - INFORMATION REQUEST

ANCO DIVISION OF THE ANDERSON COMPANY

1. Identify all persons consulted in the preparation of the answers to these Information Requests.

RESPONSE: Ed Czaja
Environmental Manager
Anco Products
402 Royal Road
Michigan City, IN 46360

Willette A. Lemelle
Legal Assistant, Environmental
Cooper Industries, Inc.
P. O. Box 1446
Houston, TX 77210

2. Identify all documents consulted, examined, or referred to in the preparation of the answers to these Requests and provide copies of all such documents.

RESPONSE: Anco has no documents in its possession regarding the Conservation Chemical Company Site. All documents examined in preparation of this response were transmitted to Anco from the 6500 Industrial Highway PRP Group. Anco was advised by the Group that these documents were obtained from the EPA.

3. If you have reason to believe that there may be persons able to provide a more detailed or complete response to any Information Request or who may be able to provide additional responsive documents, identify such persons.

RESPONSE: Anco has no such knowledge or information.

4. List the EPA Identification Numbers of the Respondent.

RESPONSE: The EPA Generator ID No. at the Gary, Indiana facility was IND005130034. Anco sold the plant to First Financial Equity, and moved its operation in late 1985.

5. Identify the acts or omissions of any persons, other than your employees, contractors, or agents, that may have caused the release or threat of release of hazardous substances, pollutants, or contaminants and damages resulting therefrom.

RESPONSE: Anco has no such knowledge or information.

6. Identify all persons having knowledge or information about the generation, transportation, treatment, disposal or other handling of hazardous substances, including but not limited to, AROCLOR 1016, AROCLOR 1221, AROCLOR 1232, AROCLOR 1242, AROCLOR 1248, AROCLOR 1254, AROCLOR 1260, or any other polychlorinated biphenyl (PCB) by you, your contractors, or by prior owners and operators.

RESPONSE: Anco has no knowledge of Anco, its employees, contractors, or prior owners and operators using any of the aforementioned products or any other polychlorinated biphenyl (PCB) at its facilities.

7. Did you ever use, purchase, store, treat, dispose, transport or otherwise handle any hazardous substances or materials, including but not limited to, AROCLOR 1016, AROCLOR 1221, AROCLOR 1232, AROCLOR 1242, AROCLOR 1248, AROCLOR 1254, AROCLOR 1260, or any other (PCB)? If the answer to the preceding question is anything but an unqualified "no", identify:

- a) The chemical composition, characteristics, physical state (e.g., solid, liquid) of each hazardous substance;
- b) Who supplied you with such hazardous substances;
- c) How such hazardous substances were used, purchased, generated, stored, treated, transported, disposed or otherwise handled by you;
- d) When such hazardous substances were used, purchased, generated, stored, treated, transported, disposed or otherwise handled by you;
- e) Where such hazardous substances were used, purchased, generated, stored, treated, transported, disposed or otherwise handled by you; and

f) The quantity of such hazardous substances used, purchased, generated, stored, treated, transported, disposed or otherwise handled by you.

RESPONSE: Anco never used, purchased, stored, treated, disposed, transported or handled any of the aforementioned products.

8. Identify all liability insurance policies held by Respondent from 1970 to 1985. In identifying such policies, state the name and address of each insurer and of the insured, the amount of coverage under each policy, the commencement and expiration dates for each policy, whether or not the policy contains a "pollution exclusion" clause, and whether the policy covers or excludes sudden, nonsudden or both types of accidents. In lieu of providing this information, you may submit complete copies of all relevant insurance policies.

RESPONSE: It is Cooper Industries' position that certain insurance policies issued to it and its predecessors provide insurance coverage for claims and/or damages related to releases of hazardous wastes or substances. Cooper's carriers have been placed on notice regarding Anco's involvement at the Conservation Chemical Company Site. At the present time, Cooper does not know which, if any, of these carriers will accept responsibility for any claim which may arise from this matter.

9. Provide copies of all income tax returns sent to the Federal Internal Revenue Service in the last three years.

RESPONSE: Anco is a division of The Anderson Company of Indiana, which is a wholly owned subsidiary of Cooper Industries, Inc. In lieu of providing copies of company income tax returns, attached are copies of the Form 10-K and Annual Report for Cooper Industries, Inc.

10. If Respondent is a Corporation, respond to the following requests:

a) Provide a copy of the Articles of Incorporation and By-Laws of the Respondent.

b) Provide Respondent's financial statements for the past five fiscal years, including, but not limited to those filed with the Internal Revenue Service.

c) Identify all of Respondent's current assets and liabilities and the persons who currently own or are responsible for such assets and liabilities.

RESPONSE: In lieu of providing the above documents, attached are the Form 10-K and Annual Report for Cooper Industries, Inc.

11. If Respondent is a Partnership, provide copies of the Partnership Agreement.

RESPONSE: Anco is not a Partnership. See response to Question 9 above.

12. If Respondent is a Trust, provide all relevant agreements and documents to support this claim.

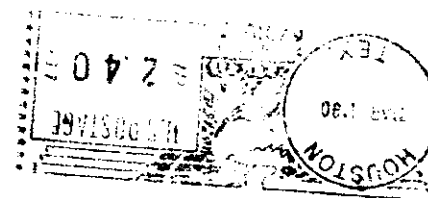
RESPONSE: Anco is not a Trust. See response to Question 9 above.

E:WAL0004.L/wal



COOPER INDUSTRIES

P.O. Box 4446, Houston, Texas 77210



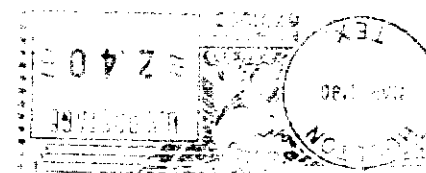
First Class Mail



COOPER INDUSTRIES

First City Tower, Suite 4000, P.O. Box 4446, Houston, Texas 77210

Ms. Ruth Mancos
Emergency Support Section
U. S. Environmental Protection Agency, 5HS-11
230 South Dearborn Street
Chicago, IL 60604



First Class Mail



COOPER INDUSTRIES

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Ms. Ruth Mancos
Emergency Support Section
U. S. Environmental Protection Agency, 5HS-11
230 South Dearborn Street
Chicago, IL 60604

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934For the fiscal year ended December 31, 1988 Commission File Number 1-1175Cooper Industries, Inc.

(Exact name of registrant as specified in its charter)

Ohio(State of incorporation
or organization)31-4156620(I.R.S. Employer
Identification Number)First City Tower, Suite 4000, Houston, Texas

(Address of principal executive offices)

77002

(Zip Code)

Registrant's telephone number Area Code 713/739-5400

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, \$5 par value	The New York Stock Exchange The Pacific Stock Exchange
Preferred Stock - Series B - \$2.50 Cumulative Convertible	The New York Stock Exchange
7½% Sinking Fund Debentures due 1996	The New York Stock Exchange
9½% Sinking Fund Debentures due 2005	The New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

The aggregate market value of the registrant's voting stock held by non-affiliates of the registrant as of March 3, 1989 was \$2,790,306,570.

Number of shares outstanding of Issuer's Common Stock as of
March 3, 1989 - 50,839,357

DOCUMENTS INCORPORATED BY REFERENCE

Cooper Proxy Statement for Meeting of Shareholders to be held on April 25, 1989 (Part III - Items 10, 11, and 12)

1988 Annual Report to Shareholders (Part I - Item 1, Part II - Items 5, 6, 7 & 8, and Part IV - Item 14 (a)1)

PART I

ITEM 1. BUSINESS; ITEM 2. PROPERTIES

GENERAL

The terms "Cooper" or "Company" refer to the registrant, Cooper Industries, Inc. Cooper was incorporated under the laws of the State of Ohio on January 8, 1919. Cooper produces and markets its products and services throughout the world, operating facilities in 27 countries and currently employing approximately 46,300 people. On December 31, 1988, the plants and other facilities used by Cooper throughout the world contained an aggregate of approximately 36,739,000 square feet of space, of which approximately 80% was owned and 20% leased. The locations of the major facilities used by each industry segment are indicated in the descriptions of Cooper's segments below. Cooper believes its facilities are adequate and suitable for current and projected operations.

Operations in the United States are conducted by subsidiaries as well as unincorporated groups and divisions. Manufacturing, marketing, administration and service activities outside the United States contribute significantly to the revenues and operating earnings of all segments of Cooper. These activities are conducted in major commercial countries by wholly-owned subsidiaries and jointly-owned companies, the management of which is structured through operating groups and divisions within the three business segments described below. As a result of these international operations, sales and distribution networks are maintained throughout most of the industrialized world. Cooper believes that there are generally no substantial differences in the normal business risks associated with these international operations compared with domestic activities. Exhibit 22 is a list of Cooper's subsidiaries.

Data with respect to Cooper's industry segments, and data with respect to domestic and international operations and export sales are shown in Note 12 of the Notes to Consolidated Financial Statements, incorporated herein by reference to pages 59, 60 and 61 of Cooper's 1988 Annual Report to Shareholders. A discussion of acquisitions and divestitures is included in Note 2 of the Notes to Consolidated Financial Statements, incorporated herein by reference to pages 50 and 51 of Cooper's 1988 Annual Report to Shareholders. See also Note 3 (regarding the two-for-one stock split) and Note 14 (regarding the pending acquisition of Champion Spark Plug Company) of the Notes to Consolidated Financial Statements, incorporated herein by reference to pages 51 and 61, respectively, of Cooper's 1988 Annual Report to Shareholders.

Markets for Cooper's products and services are worldwide, and there is no material geographic concentration within the United States. Most operating units experience significant competition from both larger and smaller companies, but Cooper believes that none of the industries in which it is engaged is dominated by any one company or by a relatively small number of companies. Cooper believes that it is among the leading manufacturers in the world of non-power hand tools, industrial tools, chain products, drapery and window covering hardware, automobile lamps, brakes and wire sets, compression equipment for oil and natural gas applications, rotary drilling equipment, industrial machinery, mining and construction machinery, primary electrical power transformers, capacitors, distribution equipment, secondary electrical distribution and lighting products, electrical fuses and wire and cable products.

Cooper carries on research and development activities for the purpose of improving existing products and services and originating new ones. During 1988, approximately \$33,513,000 can be identified for these purposes compared with approximately \$26,946,000 in 1987 and approximately \$26,687,000 in 1986. Cooper obtains and holds patents on products and designs in the United States and many foreign countries where operations are conducted. While these patents generally are considered defensive in nature, some are licensed to other parties. Although in the aggregate Cooper's patents are important in the operation of its businesses, the loss by expiration or otherwise of any one patent or group of patents would not materially affect its business.

Cooper does not presently anticipate that compliance with currently applicable environmental regulations and controls will significantly change its competitive position, capital spending or earnings during 1989. Cooper has been a party to administrative and legal proceedings with governmental agencies which have arisen under statutory provisions regulating the discharge of material into the environment. Orders and decrees consented to by Cooper have contained agreed-upon timetables for maintaining specified air and water discharge levels in connection with permits for the operations of various plants. Cooper believes it is in compliance with the orders and decrees and such compliance is not material to the business or financial condition of Cooper.

Approximately 52% of the United States hourly production work force of Cooper is employed in 94 manufacturing facilities, distribution centers and warehouses not covered by labor agreements. Numerous agreements covering approximately 48% of the hourly production employees exist with 75 bargaining units at 63 operations in the United States and with various unions at 28 international operations. During 1988, new agreements were concluded covering hourly production employees at 19 operations in the United States. Cooper considers its employee relations to be excellent.

Sales backlog at December 31, 1988 was approximately \$830 million (of which less than 4% is estimated for delivery after year-end 1989) compared with a 1987 year-end backlog of approximately \$575 million.

Electrical & Electronic Products

The operations of the Electrical & Electronic Products segment manufacture electrical products used in primary power distribution by utilities and secondary power distribution applications in construction, industrial maintenance and repair applications, and by original equipment manufacturers. The segment also provides wire and cable, fuses and switches for the electronics, transportation and consumer markets.

Operations in this segment employ approximately 21,800 people. The facilities include approximately 11,997,000 square feet of owned space and 2,405,000 square feet of leased space. Certain equipment and production facilities have been financed by industrial revenue or pollution control bonds issued by local government authorities and are subject to security arrangements customary in such financings. Principal raw material requirements include copper, tin, lead, textiles, chemicals, insulating materials, pig iron, aluminum and copper-bearing ingots and steel, aluminum, brass and copper brass. These raw materials are

available from and supplied by numerous sources located in the United States and abroad.

Following are the products and major plant locations of the Electrical & Electronic Products segment:

Arrow-Hart^R wiring devices, specialty switches and industrial controls; manufactured in Brunswick, Maine; Wilmington, Massachusetts; Plymouth, Devon, England; Juarez and Mexico City, Mexico; and Howick, Auckland, New Zealand.

Belden^R electronic wire and cable and fiber optic cable; manufactured in Richmond, Indiana; Monticello and Tompkinsville, Kentucky; Shrewsbury, Massachusetts; Essex Junction, Vermont; and Cobourg, Ontario, Canada.

Belden^R electronic and electrical cord products, fine and ultra-fine magnet wire, and related products; manufactured at Clinton, Arkansas; Jena, Louisiana; and Franklin, North Carolina.

Buss^R electrical, electronic and automotive fuses and related products; manufactured at Bristol, Connecticut; Elizabethtown, Kentucky; Ellisville, Missouri; Black Mountain and Goldsboro, North Carolina; Copenhagen, Denmark; Frome, Somerset, England; and Juarez, Mexico.

Crouse-Hinds^R electrical distribution equipment; manufactured at Cerritos, California and Earlysville, Virginia.

Crouse-Hinds^R indoor and outdoor lighting equipment, aviation ground lighting, and lighting poles; manufactured at Windsor, Connecticut; Vicksburg, Mississippi; Newark, New Jersey; Granby, Quebec, Canada; and Juarez, Mexico.

Crouse-Hinds^R industrial lighting, plugs and receptacles for installation in adverse environmental conditions; manufactured in West Haven, Connecticut; Syracuse, New York; Amarillo, Texas; Punchbowl, New South Wales, Australia; Scarborough, Ontario, Canada; Plymouth, Devon, England; and Ixtapalapa, Mexico.

Edison^R lighting products; manufactured in Elk Grove Village, Illinois and Mississauga, Ontario, Canada.

Halo^R recessed and track lighting; manufactured in Elk Grove Village, Illinois; Mississauga, Ontario, Canada; and Milton Keynes, Buckinghamshire, England.

*Joy^R electrical plugs, receptacles, and connectors for adverse environmental conditions; manufactured in La Grange, North Carolina.

Kyle^R distribution switchgear; manufactured in South Milwaukee, Wisconsin.

*Joy^R is a registered trademark of Joy Technologies Inc. used by Cooper Industries under license.

LumarkTM indoor and outdoor lighting products; manufactured in Americus, Georgia, and Vicksburg, Mississippi.

Magnum^R electrical and electronic terminal strips; manufactured in Ellisville, Missouri.

McGraw-Edison^R power transformers, distribution transformers and switchgear, power capacitors, voltage regulators, surge arresters, pole-line hardware, and related products; manufactured in Macomb, Illinois; Lumberton, Mississippi; Olean, New York; Zanesville, Ohio; Canonsburg and East Stroudsburg, Pennsylvania; Greenwood, South Carolina; Nacogdoches, Texas; and Matamoras, Mexico.

McGraw-Edison^R outdoor lighting products; manufactured in Vicksburg, Mississippi; and Mississauga, Ontario and Granby, Quebec, Canada.

Metalux^R fluorescent lighting products; manufactured in Eufaula, Alabama; Americus, Ellaville and Preston, Georgia.

Midwest ElectricTM electrical conduit and cable fittings; manufactured in Chicago, Illinois.

RTE^R power and distribution transformers, transformer terminations and accessories, padmount distribution switchgear, and other related power system components; manufactured in Pewaukee and Waukesha, Wisconsin; and Tao Yuan, Taiwan.

Sure-Lites^R emergency and exit lighting products; manufactured in Elk Grove Village, Illinois.

USD^R fuseholders, electrical interconnect devices and miniature circuit breakers; manufactured in Chicago, Illinois.

Demand for these products follows general economic conditions and is generally sensitive to activity in the construction and electronics markets and industrial production levels. The segment's product lines are marketed directly to utilities and original equipment manufacturers and through major distributor chains and thousands of independent distributors.

Further information regarding products, markets, market conditions and future prospects for the Electrical & Electronic Product segment is incorporated by reference to pages 8, 11 - 13 and 15 - 32 of Cooper's 1988 Annual Report.

Commercial & Industrial Products

The operations of the Commercial & Industrial Products segment produce hand tools and chain products for industrial, construction and consumer markets; air powered tools for general industry; drapery hardware and custom window coverings for residential and commercial window treatment markets; and auto parts for original equipment manufacturers and the aftermarket.

Operations in this segment employ approximately 14,400 people. Facilities include approximately 8,286,000 square feet of owned space and 3,549,000 square feet of leased space. Certain equipment used in production facilities has been financed by industrial revenue or pollution control bonds issued by local government authorities and is subject to security arrangements customary in such financings. Raw material requirements include rolled coiled steel, wood, plastic pellets, flat and bar stock steel, brass, copper, tin plate, fiberglass, aluminum, iron castings, plastic sheet and glass. These materials are available from and supplied by numerous sources in the United States and abroad.

Following are the products and major plant locations of the Commercial & Industrial Products segment:

Apex^R screwdriver bits, sockets and universal joints; manufactured in Dayton, Ohio.

Belden^R electrical wire products for the automotive aftermarket; manufactured in Dumas, Arkansas.

Brewer-TitchenerTM tackle blocks and fittings; manufactured in Cortland, New York.

Campbell^R chain products and chain connection devices; manufactured in York, Pennsylvania and Union City, California.

Covert^R snaps; manufactured in Union City, California.

Crescent^R adjustable wrenches, fixed-joint and slip-joint pliers, screwdrivers, cutters and other forged hand tools; manufactured in Sumter, South Carolina.

Dotco^R pneumatic tools; manufactured at Hicksville, Ohio.

Gardner-Denver^R pneumatic tools, hoists and special assembly machinery; manufactured in Lexington, South Carolina and Westhausen, West Germany.

IdealTM drapery pins and hooks, safety pins, badges and accessories; manufactured at Beacon Falls, Connecticut.

Kirsch^R drapery hardware and custom window coverings; produced at Irvine, California; Middlebury, Indiana; Scottsville, Kentucky; Sturgis, Michigan; Shamokin, Pennsylvania; Orangeburg, South Carolina; Waco, Texas; Tacoma, Washington; Weston, Ontario, Canada; Milan, Italy; and Vitoria, Spain.

Lufkin^R measuring tapes and rules; manufactured in Madison, Maine; Greenville, Mississippi; Apex, North Carolina; Albury, New South Wales, Australia; Sorocaba, Brazil; Barrie, Ontario, Canada; Guadalajara, Mexico; and Emmen, The Netherlands.

MerrillTM lifting clamps; manufactured in Maspeth, New York.

Nicholson^R files, rasps and saws; manufactured in Cullman, Alabama; Greenville, Mississippi; Sorocaba, Brazil; Port Hope, Ontario, Canada; Cali, Colombia; Tlalnepantla, Mexico; 's-Hertogenbosch, The Netherlands; Tottenham, Victoria, and Albury, New South Wales, Australia.

Plumb^R hammers, axes and hatchets; manufactured in Monroe, North Carolina.

H. K. PorterTM hand and hydraulic cutting and crimping tools; manufactured in Statesboro, Georgia.

Turner^R propane portable torches and accessories; manufactured in Sycamore, Illinois.

Union PinTM stainless steel common pins; manufactured in New Hartford, Connecticut.

Wagner^R automotive brakes, brake fluid, head lamps and miniature lamps; manufactured in Boaz, Alabama; Brighton, Massachusetts; Berkely and St. Louis, Missouri; Boyertown and Weatherly, Pennsylvania; and Sevierville and Sparta, Tennessee.

Weller^R soldering guns and irons, and hobbycraft tools; manufactured in Cheraw, South Carolina; Albury, New South Wales, Australia; Sorocaba, Brazil; Barrie, Ontario, Canada; Washington, Tyne & Wear, England; Besigheim/Wurt, West Germany; Guadalajara, Mexico; and Emmen, The Netherlands.

Wire-Wrap^R solderless connection tools; manufactured in Cheraw, South Carolina.

Wiss^R scissors, shears and snips; manufactured in Statesboro, Georgia.

Xcelite^R screwdrivers, nutdrivers and pliers; manufactured at Sumter, South Carolina.

Historically, demand for non-powered hand tools and automotive aftermarket products has been relatively stable. Demand for industrial power tools and many chain products is related to the overall level of U.S. industrial activity. Demand for drapery hardware and window coverings is influenced by housing starts and turnover of existing housing units. Products are sold by company salesmen, jobbers, wholesale distributors and retailers. Brand name, quality, price and availability are key competitive factors.

Further information regarding products, markets, market conditions and future prospects for the Commercial & Industrial Products segment is incorporated by reference to pages 8, 11 - 13 and 15 - 32 of Cooper's 1988 Annual Report.

Compression and Drilling Products

The operations of the Compression and Drilling Product segment manufacture, market and service engines, pumps and compressors used in the gathering, transmission, storage and processing of natural gas and oil production; industrial air compressors, blowers and pumps; drilling rig instrumentation, valves, wellheads, couplings and other components for oil and gas drilling or production activities; portable rigs for seismic and geophysical services and for water well drilling; pneumatic and hydraulic equipment products and accessories for underground and surface mining, tunneling, highway and dam construction; and specialty trans-

missions and related products for off-highway vehicles and machinery. Some of these products also have application in municipal and general industrial markets as well.

Operations in this segment employ approximately 9,200 people. The facilities include approximately 8,958,000 square feet of owned space and 1,408,000 square feet of leased space. Certain equipment used in production facilities has been financed by industrial revenue or pollution control bonds issued by local government authorities and is subject to security arrangements customary to such financing. Raw material requirements include iron castings and steel beams, rails, billets, rods, plates, castings and forgings. Major purchases include gasoline, diesel and aircraft derivative turbine engines, electric motors, micro-computing processors and motorized carriers. These materials are available from and supplied by numerous sources located primarily in the United States, except for aircraft derivative turbine engines which are obtained from Great Britain.

Following are the products and major plant locations of the Compression and Drilling Products segment:

Ajax^R reciprocating integral engine compressors and gas engines; manufactured in Springfield, Ohio; Oklahoma City, Oklahoma; and Corry, Pennsylvania.

Baash-Ross^R rotary drive components and drill rig handling equipment; manufactured in Marshall, Texas.

Cooper-Bessemer^R rotary products, including large gas turbines and centrifugal compressors; manufactured in Mount Vernon, Ohio and Liverpool, England.

Cooper-Bessemer^R reciprocating products, including integral-engine compressors; compressor frames and cylinders; gas, diesel and gas-diesel engines; manufactured at Grove City, Pennsylvania.

Demco^R valves, pumping systems, and mud-handling and treatment systems; manufactured at Oklahoma City, Oklahoma.

DuroFlow^R positive displacement blowers; assembled at Indianapolis, Indiana.

Enterprise^R reciprocating engine parts; manufactured in Oakland, California.

En-Tronic^R compression-control systems; manufactured in Mount Vernon, Ohio and Hengelo, Overijssel, The Netherlands.

Foster^R tongs and catheads; manufactured in Marshall, Texas.

Funk^R specialty hydraulic and mechanical power transmissions, pump drives, planetaries and related products; manufactured in Coffeyville, Kansas.

Gardner-Denver^R portable drilling rigs and petroleum drilling equipment, including mud pumps, drawworks, compounds, swivels, rotary tables and related drilling equipment; manufactured at Quincy, Illinois.

Gardner-Denver^R blasthole drills; manufactured at Roanoke, Virginia.

Gardner-Denver^R pneumatic and hydraulic precision drilling equipment; manufactured in Roanoke, Virginia; Sydney, New South Wales, Australia; and Sheffield, England.

Gardner-Denver^R drill steel and drilling accessories; produced in Roanoke, Virginia and Sheffield, England.

Gardner-Denver^R portable and industrial air compressors; manufactured at Roanoke, Virginia; Quincy, Illinois; and Sedalia, Missouri.

*Joy^R rotary screw, reciprocating and centrifugal air and gas compressors; manufactured in Quincy, Illinois and Buffalo, New York.

Larkin^R low pressure wellhead equipment, oilfield fittings and pulsation stabilizers; manufactured in Waxahachie, Texas.

Martin-Decker^R drilling rig instrumentation and monitoring systems; and industrial scales and measurement devices; manufactured at Cedar Park, Texas.

OPI^R well servicing, simulation and cementing pumps; manufactured in Quincy, Illinois.

Pennsylvania ProcessTM reciprocating separable compressors; manufactured at Easton, Pennsylvania.

Richards^R ball valves; manufactured at Geebung, Queensland, Australia.

Superior^R reciprocating gas and diesel engines and separable compressors; manufactured at Springfield and Mount Vernon, Ohio.

Sutorbilt^R lobe type positive displacement blowers and vacuum pumps; manufactured in Compton, California.

Texcentric^R compressor valve assemblies and valve replacement parts; manufactured in Houston, Texas and Spartanburg, South Carolina.

Thornhill-CraverTM chokes, pipe couplings and closures; produced at Oklahoma City, Oklahoma.

W-K-M^R oilfield valves and wellhead equipment; manufactured in Missouri City and Richmond, Texas; Cumbernauld, Scotland; and Edmonton, Alberta, Canada.

Wheeling MachineTM couplings; manufactured at Pine Bluff, Arkansas.

Compressor Valves, used in products manufactured by Ajax, Cooper-Bessemer, Pennsylvania Process and Superior; produced at Spartanburg, South Carolina.

*Joy^R is a registered trademark of Joy Technologies Inc. used by Cooper Industries under license.

Markets for Compression and Drilling Products are sensitive to general economic conditions, environmental legislation and energy supply and demand. Repair parts and consumables have experienced relatively stable demand over time. Products and services are marketed by employee sales engineers, salesmen and through independent dealers, distributors and manufacturers' representatives located throughout the world.

Further information regarding products, markets, market conditions and future prospects for the Compression & Drilling Products segment is incorporated by reference to pages 9, 11 - 13 and 15 - 32 of Cooper's 1988 Annual Report.

ITEM 3. LEGAL PROCEEDINGS

There are various suits and other legal proceedings and claims against the Company and its subsidiaries. While it is not feasible to predict the outcome of these suits and other legal proceedings and claims with certainty, management is of the opinion that their ultimate disposition should not have a material adverse effect on the Company's financial position.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

During the fourth quarter of the fiscal year covered by this report, no matters were submitted to a vote of the shareholders.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

As of December 31, 1988, there were 32,600 record holders of Cooper's Common Stock. Information regarding dividends and market prices for Cooper's Common Stock is incorporated herein by reference to page 36 of Cooper's 1988 Annual Report to Shareholders.

ITEM 6. SELECTED FINANCIAL DATA

Incorporated by reference to pages 42 and 43 of Cooper's 1988 Annual Report to Shareholders.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Incorporated by reference to pages 10 through 15 and 37 through 41 of Cooper's 1988 Annual Report to Shareholders.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Incorporated by reference to pages 44 through 61 of Cooper's 1988 Annual Report to Shareholders.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

Not applicable.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Incorporated by reference to pages 3 through 15 of the Cooper 1989 Proxy Statement for the Annual Meeting of Shareholders.

ITEM 11. EXECUTIVE COMPENSATION

Incorporated by reference to pages 15 through 22 of the Cooper 1989 Proxy Statement for the Annual Meeting of Shareholders.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Incorporated by reference to pages 3 through 13 of the Cooper 1989 Proxy Statement for the Annual Meeting of Shareholders.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Not applicable.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

- (a) 1. Financial Statements and Other Financial Data (incorporated by reference to the pages shown below in Cooper's 1988 Annual Report to Shareholders).

	<u>Page No.</u>
Report of Independent Public Accountants	44
Cooper Industries, Inc. and Subsidiaries:	
Consolidated Results of Operations for Each of the Three Years in the Period Ended December 31, 1988	45
Consolidated Financial Position as of December 31, 1988 and December 31, 1987	46
Consolidated Statement of Cash Flows for Each of the Three Years in the Period Ended December 31, 1988	47
Consolidated Changes in Shareholders' Equity for Each of the Three Years in the Period Ended December 31, 1988	48
Notes to Consolidated Financial Statements	49-61
Management's Discussion and Financial Review	10-15 & 37-41
Financial History	42-43

With the exception of the financial statements and other financial data listed above or incorporated under Items 1, 2, 5, 6, 7 and 8 of this Form 10-K, the 1988 Annual Report to Shareholders is not deemed filed as part of this report. The financial statement schedules listed below should be read in conjunction with the financial statements listed above. Financial statement schedules not included in this Form 10-K Annual Report have been omitted because they are not applicable or the required information is shown in the financial statements or notes thereto. Financial information with respect to subsidiaries not consolidated and 50% or less owned persons accounted for by the equity method has not been included since in the aggregate such subsidiaries and investments do not constitute a significant subsidiary.

2. Financial Statement Schedules (located on the following pages of this Report). Each Schedule is for each of the three years in the period ended December 31, 1988.

<u>Schedule</u>	<u>Page No.</u>
V Property, Plant and Equipment	S-1 to S-3
VI Accumulated Depreciation of Property, Plant and Equipment	S-4 to S-6
IX Short-Term Borrowings	S-7 to S-9
X Supplementary Income Statement Information	S-10

3. Exhibits

- 3.1 Twenty-Third Amended Articles of Incorporation of Cooper
- 3.2 Regulations (By-Laws) of Cooper, as amended
- 13.0 Cooper 1988 Annual Report to Shareholders
- 22.0 List of Cooper Subsidiaries
- 24.0 Consent of Experts
- 25.0 Powers of Attorney
- 28.0 Undertakings

Copies of the above Exhibits are available to shareholders of record at a charge of \$.25 per page, minimum order of \$10.00. Direct requests to:

Cooper Industries, Inc.
Attn: Corporate Secretary
P. O. Box 4446
Houston, Texas 77210

- (b) Reports on Form 8-K. During the last quarter of 1988, no reports on Form 8-K were filed.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COOPER INDUSTRIES, INC.

By /s/ROBERT CIZIK
(Robert Cizik, Chairman
and President)

Date: March 24, 1989

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ROBERT CIZIK</u> (Robert Cizik)	Chairman and President, (Principal Executive Officer) and Director	March 24, 1989
<u>/s/DEWAIN K. CROSS</u> (Dewain K. Cross)	Senior Vice President, Finance (Principal Financial Officer)	March 24, 1989
<u>/s/DONALD R. SHELEY, JR.</u> (Donald R. Sheley, Jr.)	Vice President and Controller (Principal Accounting Officer)	March 24, 1989
<u>/s/ALAN E. RIEDEL</u> (Alan E. Riedel)	Director	March 24, 1989
* WARREN L. BATTS (Warren L. Batts)	Director	
* JOHN P. DIESEL (John P. Diesel)	Director	

Signature

Title

Date

* HAROLD S. HOOK
(Harold S. Hook)

Director

* ROBERT M. PRICE
(Robert M. Price)

Director

* By /s/DIANE K. SCHUMACHER
(Diane K. Schumacher, as Attorney-In-Fact
for each of the persons indicated)

March 24, 1989

Cooper Industries, Inc.
1988 Annual Report on Form 10-K

Cross Reference Sheet

<u>Item No. in Form 10-K</u>	<u>Page Reference in 10-K</u>	<u>Page Reference in Incorporated Annual Report</u>	<u>Page Reference in Incorporated Proxy Statement</u>
Item 1. Business	2-10	8, 9, 11-13, 15-32	-
Item 2. Properties	2-10	-	-
Item 3. Legal Proceedings	10	-	-
Item 4. Submission of Matters to a Vote of Security Holders	10	-	-
Item 5. Market for Registrant's Common Equity and Related Stockholder Matters	10	36	-
Item 6. Selected Financial Data	10	42-43	-
Item 7. Management's Discussion and Analysis of Finan- cial Condition and Results of Operations	10	10-15, 37-41	-
Item 8. Financial Statements and Supplementary Data	10	44-61	-
Item 9. Changes in and Disagree- ments with Accountants on Accounting and Financial Disclosure	10	-	-
Item 10. Directors and Executive Officers of the Registrant	11	-	3-15
Item 11. Executive Compensation	11	-	15-22
Item 12. Security Ownership of Certain Beneficial Owners and Management	11	-	3-13
Item 13. Certain Relationships and Related Transactions	11	-	-
Item 14. Exhibits, Financial Statement Schedules, and Reports on Form 8-K	11-12 S-1 - S-10	-	-

COOPER INDUSTRIES, INC. AND SUBSIDIARIES

SCHEDULE V - PROPERTY, PLANT AND EQUIPMENT
FOR THE YEAR ENDED DECEMBER 31, 1988
(000 omitted)

<u>Column A</u>	<u>Column B</u>	<u>Column C</u>	<u>Column D</u>	<u>Column E</u>	<u>Column F</u>
<u>Classification</u>	Balance at Beginning of Period	Additions at Cost	Retirements	Other Changes	Balance at End of Period
Land and land improvements	\$ 70,590	\$ 2,054	\$ 3,427	\$ 719 (1) (14)(2) 5,206 (3)	\$ 75,128
Buildings	424,941	18,519	13,116	(355)(1) 673 (2) 32,717 (3)	463,379
Machinery and equipment	862,651	76,255	19,481	6,604 (1) 1,744 (2) 47,189 (3)	974,962
Tooling, dies, patterns, etc.	97,324	2,021	178	(6,173)(1) 58 (2) 5,547 (3)	98,599
All other	141,659	23,606	10,900	270 (1) 418 (2) 3,771 (3)	158,824
Construction in progress	41,108	5,794		(4,563)(1) 157 (2) 15,030 (3)	57,526
	<u>\$1,638,273</u>	<u>\$128,249</u>	<u>\$47,102</u>	<u>\$108,998</u>	<u>\$1,828,418</u>

- (1) Other (transfers to inventory, reclassifications between categories, etc.).
(2) Effect of translation in accordance with SFAS No. 52.
(3) Effect of assets obtained in business acquisitions.

COOPER INDUSTRIES, INC. AND SUBSIDIARIES
SCHEDULE V - PROPERTY, PLANT AND EQUIPMENT
FOR THE YEAR ENDED DECEMBER 31, 1987
(000 omitted)

<u>Column A</u>	<u>Column B</u>	<u>Column C</u>	<u>Column D</u>	<u>Column E</u>	<u>Column F</u>
<u>Classification</u>	<u>Balance at Beginning of Period</u>	<u>Additions at Cost</u>	<u>Retirements</u>	<u>Other Changes</u>	<u>Balance at End of Period</u>
Land and land improvements	\$ 63,343	\$ 1,002	\$ 1,633	\$ 7,514 (1) 364 (2)	\$ 70,590
Buildings	376,507	22,036	3,075	26,419 (1) 3,054 (2)	424,941
Machinery and equipment	769,418	53,452	25,618	55,864 (1) 9,535 (2)	862,651
Tooling, dies, patterns, etc.	84,212	1,022	406	12,123 (1) 373 (2)	97,324
All other	127,288	24,055	16,732	5,772 (1) 1,276 (2)	141,659
Construction in progress	40,546	(678)	(23)	805 (1) 412 (2)	41,108
	<u>\$1,461,314</u>	<u>\$100,889</u>	<u>\$47,441</u>	<u>\$123,511</u>	<u>\$1,638,273</u>

- (1) Other (transfers to inventory, reclassifications between categories, assets acquired/disposed in other acquisitions and dispositions of businesses, etc.).
(2) Effect of translation in accordance with SFAS No. 52.

COOPER INDUSTRIES, INC. AND SUBSIDIARIES
SCHEDULE V - PROPERTY, PLANT AND EQUIPMENT
FOR THE YEAR ENDED DECEMBER 31, 1986
(000 omitted)

<u>Column A</u>	<u>Column B</u>	<u>Column C</u>	<u>Column D</u>	<u>Column E</u>	<u>Column F</u>
<u>Classification</u>	Balance at Beginning of Period	Additions at Cost	Retirements	Other Changes	Balance at End of Period
Land and land improvements	\$ 67,323	\$ 1,891	\$ 3,523	\$ (2,596)(1) 248 (2)	\$ 63,343
Buildings	366,432	15,989	11,242	3,766 (1) 1,562 (2)	376,507
Machinery and equipment	740,144	64,156	18,926	(18,292)(1) 2,336 (2)	769,418
Tooling, dies, patterns, etc.	86,700	2,938	146	(5,432)(1) 152 (2)	84,212
All other	117,386	22,673	17,869	4,661 (1) 437 (2)	127,288
Construction in progress	38,786	1,850	-	(146)(1) 56 (2)	40,546
	<u>\$1,416,771</u>	<u>\$109,497</u>	<u>\$51,706</u>	<u>\$(13,248)</u>	<u>\$1,461,314</u>

- (1) Other (transfers to inventory, reclassifications between categories, assets acquired/disposed in other acquisitions and dispositions of businesses, etc.).
(2) Effect of translation in accordance with SFAS No. 52.

COOPER INDUSTRIES, INC. AND SUBSIDIARIES

SCHEDULE VI - ACCUMULATED DEPRECIATION OF PROPERTY, PLANT AND EQUIPMENT
FOR THE YEAR ENDED DECEMBER 31, 1988
(000 omitted)

<u>Column A</u>	<u>Column B</u>	<u>Column C</u>	<u>Column D</u>	<u>Column E</u>	<u>Column F</u>
<u>Description</u>	<u>Balance at Beginning of Period</u>	<u>Additions Charged to Costs and Expenses</u>	<u>Retirements</u>	<u>Other Changes</u>	<u>Balance at End of Period</u>
Land and land improvements	\$ 9,392	\$ 1,894	\$ 283	\$ 305 (1) (14)(2)	\$ 11,294
Buildings	123,310	19,297	5,618	(2,024)(1) 184 (2)	135,149
Machinery and equipment	421,741	75,402	15,832	1,112 (1) 794 (2)	483,217
Tooling, dies, patterns, etc.	3,821	300	39	48 (1) (20)(2)	4,110
All other	63,362	24,399	7,547	(946)(1) 199 (2)	79,467
	<u>\$621,626</u>	<u>\$121,292</u>	<u>\$29,319</u>	<u>\$ (362)</u>	<u>\$713,237</u>

(1) Includes change in accumulated depreciation related to "other" asset activity.

(2) Effect of translation in accordance with SFAS No. 52.

COOPER INDUSTRIES, INC. AND SUBSIDIARIES

SCHEDULE VI - ACCUMULATED DEPRECIATION OF PROPERTY, PLANT AND EQUIPMENT
FOR THE YEAR ENDED DECEMBER 31, 1987
(000 omitted)

<u>Column A</u>	<u>Column B</u>	<u>Column C</u>	<u>Column D</u>	<u>Column E</u>	<u>Column F</u>
<u>Description</u>	<u>Balance at Beginning of Period</u>	<u>Additions Charged to Costs and Expenses</u>	<u>Retirements</u>	<u>Other Changes</u>	<u>Balance at End of Period</u>
Land and land improvements	\$ 7,851	\$ 1,336	\$ 135	\$ 272 (1) 68 (2)	\$ 9,392
Buildings	103,998	18,134	1,414	765 (1) 1,827 (2)	123,310
Machinery and equipment	350,549	69,130	17,238	13,079 (1) 6,221 (2)	421,741
Tooling, dies, patterns, etc.	4,398	423	156	(1,073)(1) 229 (2)	3,821
All other	56,777	20,576	14,850	191 (1) 668 (2)	63,362
	<u>\$523,573</u>	<u>\$109,599</u>	<u>\$33,793</u>	<u>\$22,247</u>	<u>\$621,626</u>

(1) Includes change in accumulated depreciation related to "other" asset activity.

(2) Effect of translation in accordance with SFAS No. 52.

COOPER INDUSTRIES, INC. AND SUBSIDIARIES

SCHEDULE VI - ACCUMULATED DEPRECIATION OF PROPERTY, PLANT AND EQUIPMENT
FOR THE YEAR ENDED DECEMBER 31, 1986
(000 omitted)

<u>Column A</u>	<u>Column B</u>	<u>Column C</u>	<u>Column D</u>	<u>Column E</u>	<u>Column F</u>
<u>Description</u>	<u>Balance at Beginning of Period</u>	<u>Additions Charged to Costs and Expenses</u>	<u>Retirements</u>	<u>Other Changes</u>	<u>Balance at End of Period</u>
Land and land improvements	\$ 7,823	\$ 1,441	\$ 181	\$(1,245)(1) 13 (2)	\$ 7,851
Buildings	88,384	15,572	3,064	2,181 (1) 925 (2)	103,998
Machinery and equipment	295,641	67,241	11,140	(2,896)(1) 1,703 (2)	350,549
Tooling, dies, patterns, etc.	6,743	464	94	(2,791)(1) 76 (2)	4,398
All other	44,945	17,832	7,307	1,136 (1) 171 (2)	56,777
	<u>\$443,536</u>	<u>\$102,550</u>	<u>\$21,786</u>	<u>\$ (727)</u>	<u>\$523,573</u>

(1) Includes change in accumulated depreciation related to "other" asset activity.

(2) Effect of translation in accordance with SFAS No. 52.

COOPER INDUSTRIES, INC. AND SUBSIDIARIES

SCHEDULE IX - SHORT-TERM BORROWINGS
FOR THE YEAR ENDED DECEMBER 31, 1988

<u>Column A</u>	<u>Column B</u>	<u>Column C</u>	<u>Column D</u>	<u>Column E</u>	<u>Column F</u>
<u>Category of Aggregate Short-Term Borrowings</u>	<u>Balance at End of Period</u>	<u>Weighted Average Interest Rate</u>	<u>Maximum Amount Outstanding During the Period</u>	<u>Average Amount Outstanding During the Period</u> (1)	<u>Weighted Average Interest Rate During the Period</u> (2)
(000 omitted except percentages)					
Commercial paper	\$670,920 (3)	9.42% (4)	\$852,903	\$543,006	7.91%
Payable to banks	97,556 (3)	11.53% (5)	300,469	172,310	8.72%
Other short-term borrowings	-	-	82,219	41,184	9.76%

(1) Computed as the sum of the daily aggregate amounts borrowed divided by 366 days.

(2) Computed by dividing interest expense for the year for each "category of borrowing" by the amount computed in Column E.

(3) At December 31, 1988, \$595,920,000 of commercial paper and \$66,915,000 of other borrowings payable to banks were reclassified to long-term debt reflecting the Company's intention to refinance these amounts during the twelve-month period following the balance sheet date through either continued short-term borrowings or utilization of available credit facilities.

(4) Includes applicable fees.

(5) Weighted average interest rate at year end exclusively reflects foreign bank borrowings.

COOPER INDUSTRIES, INC. AND SUBSIDIARIES

SCHEDULE IX - SHORT-TERM BORROWINGS
FOR THE YEAR ENDED DECEMBER 31, 1987

<u>Column A</u>	<u>Column B</u>	<u>Column C</u>	<u>Column D</u>	<u>Column E</u>	<u>Column F</u>
<u>Category of Aggregate Short-Term Borrowings</u>	<u>Balance at End of Period</u>	<u>Weighted Average Interest Rate</u>	<u>Maximum Amount Outstanding During the Period</u>	<u>Average Amount Outstanding During the Period</u> (1)	<u>Weighted Average Interest Rate During the Period</u> (2)
(000 omitted except percentages)					
Commercial paper	\$285,200 (3)	7.77% (4)	\$374,495	\$200,455	6.89%
Payable to banks	80,407	7.54%	220,351	91,125	7.44%
Other short-term borrowings	82,219 (3)	9.69%	227,414	122,202	10.31%

(1) Computed as the sum of the daily aggregate amounts borrowed divided by 365 days.

(2) Computed by dividing interest expense for the year for each "category of borrowing" by the amount computed in Column E.

(3) At December 31, 1987, \$302,200,000 of commercial paper and bank loans and \$82,219,000 of other short-term borrowings were reclassified to long-term debt reflecting the Company's intention to refinance these amounts during the twelve-month period following the balance sheet date through either continued short-term borrowings or utilization of available credit facilities.

(4) Includes applicable fees.

COOPER INDUSTRIES, INC. AND SUBSIDIARIES

SCHEDULE IX - SHORT-TERM BORROWINGS
FOR THE YEAR ENDED DECEMBER 31, 1986

<u>Column A</u>	<u>Column B</u>	<u>Column C</u>	<u>Column D</u>	<u>Column E</u>	<u>Column F</u>
<u>Category of Aggregate Short-Term Borrowings</u>	<u>Balance at End of Period</u>	<u>Weighted Average Interest Rate</u>	<u>Maximum Amount Outstanding During the Period</u>	<u>Average Amount Outstanding During the Period</u> (1)	<u>Weighted Average Interest Rate During the Period</u> (2)
(000 omitted except percentages)					
Commercial paper	\$301,800 (3)	7.45% (4)	\$856,402	\$582,377	7.21%
Payable to banks	53,204	7.14%	176,379	97,075	8.75%
Other short-term borrowings	227,414 (3)	10.91%	232,076	229,917	10.84%

(1) Computed as the sum of the daily aggregate amounts borrowed divided by 365 days.

(2) Computed by dividing interest expense for the year for each "category of borrowing" by the amount computed in Column E.

(3) At December 31, 1986, \$291,800,000 of commercial paper and \$227,414,000 of other short-term borrowings were reclassified to long-term debt reflecting the Company's intention to refinance these amounts during the twelve-month period following the balance sheet date through either continued short-term borrowings or utilization of available credit facilities.

(4) Includes applicable fees.

COOPER INDUSTRIES, INC. AND SUBSIDIARIES
SCHEDULE X - SUPPLEMENTARY INCOME STATEMENT INFORMATION
FOR THE THREE YEARS ENDED DECEMBER 31, 1988

<u>Column A</u>	<u>Column B</u>		
<u>Item</u>	<u>Charged to Costs and Expenses</u> (000 omitted)		
	<u>1988</u>	<u>1987</u>	<u>1986</u>
Maintenance and repairs	\$ 78,925	\$ 71,725	\$ 60,388
Depreciation of plant and equipment	121,292	109,599	102,550
Advertising costs	*	35,967	*

* Less than 1% of revenues.

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We consent to the incorporation by reference in this Annual Report on Form 10-K of Cooper Industries, Inc. of our report included on page 44 of the 1988 Annual Report to Shareholders of Cooper Industries, Inc. and to the addition of the 1988, 1987 and 1986 schedules (included herein as pages S-1 to S-10) to the financial statements covered by our report.

We also consent to the incorporation by reference in the following Registration Statements on Form S-8 and S-3 and in the related Prospectuses of Cooper Industries, Inc. of our report included on page 44 of the 1988 Annual Report to Shareholders of Cooper Industries, Inc. with respect to the financial statements and schedules of Cooper Industries, Inc. incorporated by reference in this Annual Report (Form 10-K) for the year ended December 31, 1988.

<u>Registration Statement No.</u>	<u>Purpose</u>
No. 2 - 61142	Cooper Industries, Inc. 1978 Executive Stock Option Plan
No. 2 - 61143	Cooper Industries, Inc. 1978 Executive Restricted Stock Incentive Plan
No. 2 - 64213	Cooper Industries, Inc. Employee Stock Purchase Plans
No. 2 - 71732	Shares Issuable on Exercise of Substitute Stock Options, Substitute Deferred Compensation Agreements and Substitute Stock Appreciation Rights in Connection with the Acquisition of Crouse-Hinds Company
No. 2 - 81114	Cooper Industries, Inc. 1981 Incentive Stock Option Plan
No. 2 - 98447	Cooper Industries, Inc. 1979 Employee Stock Purchase Plan and 1985 Employee Stock Purchase Plan
No. 2 - 33-14542	Cooper Industries, Inc. 1979, 1985 and 1987 Employee Stock Purchase Plans

No. 2 - 33-19574 Cooper Industries, Inc. 1986 Stock Option Plan

No. 33 - 2243 Form S-3 Registration Statement of Cooper
Industries, Inc. Debt Securities

No. 33 - 4097 Form S-3 Registration Statement of Cooper
Industries, Inc. Debt Securities

Arthur Young & Company
ARTHUR YOUNG & COMPANY

Houston, Texas
March 23, 1989

To be Incorporated By Reference Into Form S-8 Registration Statements No. 2-61142, 2-61143, 2-64213, 2-71732, 2-81114, 2-98447, 2-33-14542 and 2-33-19574; and Form S-3 Registration Statements No. 33-2243 and 33-4097 (See Page E-3).

UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represents a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

PROVIDED, HOWEVER, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(f) EMPLOYEE PLANS ON FORM S-8

(1) The undersigned registrant hereby undertakes to deliver or cause to be delivered with the prospectus to each employee to whom the prospectus is sent or given a copy of the registrant's annual report to stockholders for its last year, unless such employee otherwise has received a copy of such report, in which case the registrant shall state in the prospectus that it will promptly furnish, without charge, a copy of such report on written request of the employee. If the last fiscal year of the registrant has ended within 120 days prior to the use of the prospectus, the annual report of the registrant for the preceding fiscal year may be so delivered, but within such 120 day period the annual report for the last fiscal year will be furnished to each such employee.

(2) The undersigned registrant hereby undertakes to transmit or cause to be transmitted to all employees participating in the plan who do not otherwise receive such material as stockholders of the registrant, at the time and in the manner such material is sent to its stockholders, copies of all reports, proxy statements and other communications distributed to its stockholders generally.

(3) Where interests in a plan are registered herewith, the undersigned registrant and plan hereby undertake to transmit or cause to be transmitted promptly, without charge, to any participant in the plan who makes a written request, a copy of the then latest annual report of the plan filed pursuant to section 15(d) of the Securities Exchange Act of 1934 (Form 11-K). If such report is filed separately on Form 11-K, such form shall be delivered upon written request. If such report is filed as a part of the registrant's annual report on Form 10-K, that entire report (excluding exhibits) shall be delivered upon written request. If such report is filed as a part of the registrant's annual report to stockholders delivered pursuant to paragraph (1) or (2) of this undertaking, additional delivery shall not be required.

(i) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Registration
Statement No.

No. 2 - 61142	Cooper Industries, Inc. 1978 Executive Stock Option Plan
No. 2 - 61143	Cooper Industries, Inc. 1978 Executive Restricted Stock Incentive Plan
No. 2 - 64213	Cooper Industries, Inc. Employee Stock Purchase Plans
No. 2 - 71732	Shares Issuable on Exercise of Substitute Stock Options, Substitute Deferred Compensation Agreements and Substitute Stock Appreciation Rights in Connection with the Acquisition of Crouse-Hinds Company
No. 2 - 81114	Cooper Industries, Inc. 1981 Incentive Stock Option Plan
No. 2 - 98447	Cooper Industries, Inc. 1979 Employee Stock Purchase Plan and 1985 Employee Stock Purchase Plan
No. 2 - 33 - 14542	Cooper Industries, Inc. 1979, 1985 and 1987 Employee Stock Purchase Plans
No. 2 - 33 - 19574	Cooper Industries, Inc. 1986 Stock Option Plan
No. 33 - 2243	Form S-3 Registration Statement of Cooper Industries, Inc. Debt Securities
No. 33 - 4097	Form S-3 Registration Statement of Cooper Industries, Inc. Debt Securities